

Electronically Recorded

Tarrant County Texas

Official Public Records

8/17/2010 11:06 AM

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

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Electronically Recorded
Chesapeake Operating, Inc.

AMENDMENT TO OIL, GAS, AND MINERAL LEASE

Reference is hereby made to that certain Oil, Gas and Mineral Lease (hereinafter referred to as "the Lease") dated the 15th day of October, 2009, by and between Kcs Properties INC, a Texas Corporation, as Lessor, and Dale Resources, L.L.C., as Lessee, whose address is 2100 Ross Avenue, Suite 1870, LB-9, Dallas, TX 75201, which Lease is recorded as Document No. D209278002 of the Official Public Records of Tarrant County, Texas.

WHEREAS, Dale Property Services, LLC conveyed the Lease to Chesapeake Exploration Limited Partnership by Conveyance recorded as Document No. D210050918 of the Official Public Records of Tarrant County, Texas; and

WHEREAS, Chesapeake Exploration, L.L.C. ("Chesapeake"), an Oklahoma limited liability company, is the Successor in Interest to Chesapeake Exploration Limited Partnership; and

WHEREAS, TOTAL E&P USA, INC., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the Lease by Assignment, Bill of Sale and Conveyance, recorded as Document No. D210019134 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, the aforementioned Assignees and Grantees are collectively referred to as "Lessee."

WHEREAS, the Leased Premises described in the Lease reads as follows:

0.417 acres of land, more or less, being Block 25, Lot I, of the U. McDonald's Subdivision, Haltom City, Texas, being more particularly described by metes and bounds in that certain Plat, recorded in volume 388-F, page 173, of the Plat Records of Tarrant County, Texas.

WHEREAS, it is the desire of the said Lessor and Lessee to amend the description of the Lease.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned do hereby delete the description in the Lease as described above and in its place insert the following:

0.417 acres of land, more or less, being Lot I of a subdivision of Lot 10, Block 25, Meadow Oaks Addition, an Addition to the City of Haltom City, Tarrant County, Texas, being more particularly described by metes and bounds in that certain plat map, recorded in volume 388-F, page 173, of the plat records of Tarrant County, Texas.

It is understood and agreed by all parties hereto that in all other respects, the lease and the prior provisions shall remain in full force and effect. Furthermore, each of the undersigned do hereby ratify, adopt and confirm the Lease as hereby amended, as a valid and subsisting Lease and the undersigned Lessor does hereby grant, demise, lease and let unto Lessee, the present owners of the Lease, the lands covered by the Lease, subject to and in accordance with all of the terms and provisions of the Lease as hereby amended.

The terms and provisions hereof shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This instrument may be executed in one document signed by all the parties or in separate documents which shall be counterparts hereof. If executed in separate counterparts, all such counterparts, when executed by one or more parties, shall constitute but one and the same instrument. The failure of one or more parties to execute this instrument or a counterpart hereof shall not in any manner affect the validity and binding effect of same as to the parties who execute said instrument.

EXECUTED the 1ST day of July, 2010, but for all purposes effective the 15th day, of October 2009.

LESSOR:

Kcs Properties INC; A Texas Corporation

By: Paul Sullivan
As: President

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma Limited Liability Company

By: _____
Henry J. Hood, Senior Vice President -
Land and Legal & General Counsel

M.R.
QD
CJM

TOTAL E&P USA, INC., a Delaware corporation

By:  
Eric Bonnin, Vice President- Business Development and Strategy

Acknowledgments

STATE OF TEXAS

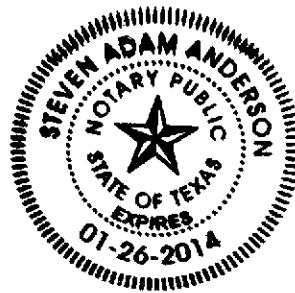
COUNTY OF TARRANT

This instrument was acknowledged before me on 1ST day of JULY, 2010,
by Paul Sullivan, as President, on behalf of Kcs Properties INC, A Texas Corporation..

Given under my hand and seal the day and year last above written.



Notary Public State of Texas
Notary's name (printed):
Notary's commission expires



STATE OF OKLAHOMA §
 §
COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this 16th day of
July, 2010, by Henry J. Hood, as the Senior Vice President - Land and
Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited
liability company, on behalf of said limited liability company.

Given under my hand and seal the day and year last above written.

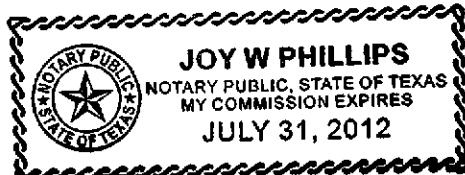
Brenda L. Johnson

Brenda L. Johnson
Notary Public, State of Oklahoma
Notary's name (printed):
Notary's commission expires:



STATE OF TEXAS)
)
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 9th day of
August, 2010, by Eric Bonnin as Vice President – Business Development and
Strategy of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and
behalf of such corporation.



Notary Public in and for the State of Texas
Notary's name (printed):
Notary's commission expires:

Record & Return To:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154